

CERTAMX



AMERICAN  
STOCK EXCHANGE®  
Equities Options ETFs

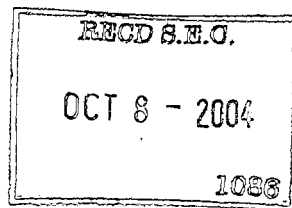


1-32316

American Stock Exchange  
86 Trinity Place  
New York, NY 10006

October 8, 2004

Mr. Brian Johnson  
Branch Chief  
Filer Support 2  
Office of Filing Information  
Securities and Exchange Commission  
Judiciary Plaza  
450 Fifth Street, NW  
Washington, D.C. 20549



Dear Mr. Johnson:

This is to certify that on October 4, 2004 the American Stock Exchange, Inc. (the "Exchange") received from B&G Foods Holdings Corp. (the "Registrant"), a copy of the Registrant's application on Form 8-A for the registration of the following securities:

Enhanced Income Securities, each representing  
one share of Class A Common Stock  
and a principal amount of  
Senior Subordinated Notes due 2016

We further certify that the above described securities have been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

*Bryan Fischer*

Bryan Fischer  
Managing Director  
Listing Qualifications Department

PROCESSED

OCT 08 2004

THOMSON  
FINANCIAL

cc: Herbert Scholl

1278027